

MODINE MANUFACTURING CO
 Form 4
 July 21, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 ANDERSON DAVID J

2. Issuer Name and Ticker or Trading Symbol
 MODINE MANUFACTURING CO
 [MOD]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 1500 DEKOVEN AVE.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/17/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

RACINE, WI 53403
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common stock	07/17/2014		A	5,731	A \$ 0	23,941	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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Table with columns: 1. Title of Derivative Security (Instr. 3), 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date (Month/Day/Year), 3A. Deemed Execution Date, if any (Month/Day/Year), 4. Transaction Code (Instr. 8), 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5), 6. Date Exercisable and Expiration Date (Month/Day/Year), 7. Title and Amount of Underlying Securities (Instr. 3 and 4), 8. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Owned Beneficially (Instr. 6), 10. Derivative Security Underlying Beneficially Owned Derivative Securities (Instr. 7), 11. Transaction Date (Month/Day/Year) (Instr. 8), 12. Transaction Type (Instr. 9), 13. Transaction Code (Instr. 10), 14. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 11), 15. Title and Amount of Underlying Securities (Instr. 12 and 13), 16. Price of Derivative Security (Instr. 14), 17. Number of Derivative Securities Owned Beneficially (Instr. 15), 18. Derivative Security Underlying Beneficially Owned Derivative Securities (Instr. 16), 19. Transaction Date (Month/Day/Year) (Instr. 17), 20. Transaction Type (Instr. 18), 21. Transaction Code (Instr. 19), 22. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 20), 23. Title and Amount of Underlying Securities (Instr. 21 and 22), 24. Price of Derivative Security (Instr. 23), 25. Number of Derivative Securities Owned Beneficially (Instr. 24), 26. Derivative Security Underlying Beneficially Owned Derivative Securities (Instr. 25), 27. Transaction Date (Month/Day/Year) (Instr. 26), 28. Transaction Type (Instr. 27), 29. Transaction Code (Instr. 28), 30. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 29), 31. Title and Amount of Underlying Securities (Instr. 30 and 31), 32. Price of Derivative Security (Instr. 32), 33. Number of Derivative Securities Owned Beneficially (Instr. 33), 34. Derivative Security Underlying Beneficially Owned Derivative Securities (Instr. 34), 35. Transaction Date (Month/Day/Year) (Instr. 35), 36. Transaction Type (Instr. 36), 37. Transaction Code (Instr. 37), 38. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 38), 39. Title and Amount of Underlying Securities (Instr. 39 and 40), 40. Price of Derivative Security (Instr. 41), 41. Number of Derivative Securities Owned Beneficially (Instr. 42), 42. Derivative Security Underlying Beneficially Owned Derivative Securities (Instr. 43), 43. Transaction Date (Month/Day/Year) (Instr. 44), 44. Transaction Type (Instr. 45), 45. Transaction Code (Instr. 46), 46. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 47), 47. Title and Amount of Underlying Securities (Instr. 48 and 49), 48. Price of Derivative Security (Instr. 50), 49. Number of Derivative Securities Owned Beneficially (Instr. 51), 50. Derivative Security Underlying Beneficially Owned Derivative Securities (Instr. 52), 51. Transaction Date (Month/Day/Year) (Instr. 53), 52. Transaction Type (Instr. 54), 53. Transaction Code (Instr. 55), 54. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 56), 55. Title and Amount of Underlying Securities (Instr. 57 and 58), 56. Price of Derivative Security (Instr. 59), 57. Number of Derivative Securities Owned Beneficially (Instr. 60), 58. Derivative Security Underlying Beneficially Owned Derivative Securities (Instr. 61), 59. Transaction Date (Month/Day/Year) (Instr. 62), 60. Transaction Type (Instr. 63), 61. Transaction Code (Instr. 64), 62. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 65), 63. Title and Amount of Underlying Securities (Instr. 66 and 67), 64. Price of Derivative Security (Instr. 68), 65. Number of Derivative Securities Owned Beneficially (Instr. 69), 66. Derivative Security Underlying Beneficially Owned Derivative Securities (Instr. 70), 67. Transaction Date (Month/Day/Year) (Instr. 71), 68. Transaction Type (Instr. 72), 69. Transaction Code (Instr. 73), 70. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 74), 71. Title and Amount of Underlying Securities (Instr. 75 and 76), 72. Price of Derivative Security (Instr. 77), 73. Number of Derivative Securities Owned Beneficially (Instr. 78), 74. Derivative Security Underlying Beneficially Owned Derivative Securities (Instr. 79), 75. Transaction Date (Month/Day/Year) (Instr. 80), 76. Transaction Type (Instr. 81), 77. Transaction Code (Instr. 82), 78. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 83), 79. Title and Amount of Underlying Securities (Instr. 84 and 85), 80. Price of Derivative Security (Instr. 86), 81. Number of Derivative Securities Owned Beneficially (Instr. 87), 82. Derivative Security Underlying Beneficially Owned Derivative Securities (Instr. 88), 83. Transaction Date (Month/Day/Year) (Instr. 89), 84. Transaction Type (Instr. 90), 85. Transaction Code (Instr. 91), 86. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 92), 87. Title and Amount of Underlying Securities (Instr. 93 and 94), 88. Price of Derivative Security (Instr. 95), 89. Number of Derivative Securities Owned Beneficially (Instr. 96), 90. Derivative Security Underlying Beneficially Owned Derivative Securities (Instr. 97), 91. Transaction Date (Month/Day/Year) (Instr. 98), 92. Transaction Type (Instr. 99), 93. Transaction Code (Instr. 100), 94. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 101), 95. Title and Amount of Underlying Securities (Instr. 102 and 103), 96. Price of Derivative Security (Instr. 104), 97. Number of Derivative Securities Owned Beneficially (Instr. 105), 98. Derivative Security Underlying Beneficially Owned Derivative Securities (Instr. 106), 99. Transaction Date (Month/Day/Year) (Instr. 107), 100. Transaction Type (Instr. 108), 101. Transaction Code (Instr. 109), 102. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 110), 103. Title and Amount of Underlying Securities (Instr. 111 and 112), 104. Price of Derivative Security (Instr. 113), 105. Number of Derivative Securities Owned Beneficially (Instr. 114), 106. Derivative Security Underlying Beneficially Owned Derivative Securities (Instr. 115), 107. Transaction Date (Month/Day/Year) (Instr. 116), 108. Transaction Type (Instr. 117), 109. Transaction Code (Instr. 118), 110. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 119), 111. Title and Amount of Underlying Securities (Instr. 120 and 121), 112. Price of Derivative Security (Instr. 122), 113. Number of Derivative Securities Owned Beneficially (Instr. 123), 114. Derivative Security Underlying Beneficially Owned Derivative Securities (Instr. 124), 115. Transaction Date (Month/Day/Year) (Instr. 125), 116. Transaction Type (Instr. 126), 117. Transaction Code (Instr. 127), 118. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 128), 119. Title and Amount of Underlying Securities (Instr. 129 and 130), 120. Price of Derivative Security (Instr. 131), 121. Number of Derivative Securities Owned Beneficially (Instr. 132), 122. Derivative Security Underlying Beneficially Owned Derivative Securities (Instr. 133), 123. Transaction Date (Month/Day/Year) (Instr. 134), 124. Transaction Type (Instr. 135), 125. Transaction Code (Instr. 136), 126. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 137), 127. Title and Amount of Underlying Securities (Instr. 138 and 139), 128. Price of Derivative Security (Instr. 140), 129. Number of Derivative Securities Owned Beneficially (Instr. 141), 130. Derivative Security Underlying Beneficially Owned Derivative Securities (Instr. 142), 131. Transaction Date (Month/Day/Year) (Instr. 143), 132. Transaction Type (Instr. 144), 133. Transaction Code (Instr. 145), 134. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 146), 135. Title and Amount of Underlying Securities (Instr. 147 and 148), 136. Price of Derivative Security (Instr. 149), 137. Number of Derivative Securities Owned Beneficially (Instr. 150), 138. Derivative Security Underlying Beneficially Owned Derivative Securities (Instr. 151), 139. Transaction Date (Month/Day/Year) (Instr. 152), 140. Transaction Type (Instr. 153), 141. Transaction Code (Instr. 154), 142. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 155), 143. Title and Amount of Underlying Securities (Instr. 156 and 157), 144. Price of Derivative Security (Instr. 158), 145. Number of Derivative Securities Owned Beneficially (Instr. 159), 146. Derivative Security Underlying Beneficially Owned Derivative Securities (Instr. 160), 147. Transaction Date (Month/Day/Year) (Instr. 161), 148. Transaction Type (Instr. 162), 149. Transaction Code (Instr. 163), 150. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 164), 151. Title and Amount of Underlying Securities (Instr. 165 and 166), 152. Price of Derivative Security (Instr. 167), 153. Number of Derivative Securities Owned Beneficially (Instr. 168), 154. Derivative Security Underlying Beneficially Owned Derivative Securities (Instr. 169), 155. Transaction Date (Month/Day/Year) (Instr. 170), 156. Transaction Type (Instr. 171), 157. Transaction Code (Instr. 172), 158. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 173), 159. Title and Amount of Underlying Securities (Instr. 174 and 175), 160. Price of Derivative Security (Instr. 176), 161. Number of Derivative Securities Owned Beneficially (Instr. 177), 162. Derivative Security Underlying Beneficially Owned Derivative Securities (Instr. 178), 163. Transaction Date (Month/Day/Year) (Instr. 179), 164. Transaction Type (Instr. 180), 165. Transaction Code (Instr. 181), 166. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 182), 167. Title and Amount of Underlying Securities (Instr. 183 and 184), 168. Price of Derivative Security (Instr. 185), 169. Number of Derivative Securities Owned Beneficially (Instr. 186), 170. Derivative Security Underlying Beneficially Owned Derivative Securities (Instr. 187), 171. Transaction Date (Month/Day/Year) (Instr. 188), 172. Transaction Type (Instr. 189), 173. Transaction Code (Instr. 190), 174. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 191), 175. Title and Amount of Underlying Securities (Instr. 192 and 193), 176. Price of Derivative Security (Instr. 194), 177. Number of Derivative Securities Owned Beneficially (Instr. 195), 178. Derivative Security Underlying Beneficially Owned Derivative Securities (Instr. 196), 179. Transaction Date (Month/Day/Year) (Instr. 197), 180. Transaction Type (Instr. 198), 181. Transaction Code (Instr. 199), 182. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 200)

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry: ANDERSON DAVID J, 1500 DEKOVEN AVE., RACINE, WI 53403, Director: X.

Signatures

Margaret C. Kelsey, Attorney in Fact, 07/21/2014. **Signature of Reporting Person, Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
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